

**MOSES & SINGER LLP**

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*Conflicts Counsel to the Debtors and  
Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

FRANK THEATRES BAYONNE/SOUTH  
COVE, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-34808 (SLM)

Jointly Administered

Hearing Date: November 19, 2019 at 2:30 p.m. (ET)  
Objection Deadline: November 12, 2019 at 4:00  
p.m. (ET)

**SECOND AND FINAL FEE APPLICATION OF MOSES & SINGER LLP AS  
CONFLICTS COUNSEL TO THE DEBTORS FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM  
JANUARY 18, 2019 THROUGH JULY 31, 2019**

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: Frank Theatres Bayonne/South Cove, LLC (3162); Frank Entertainment Group, LLC (3966); Frank Management LLC (0186); Frank Theatres, LLC (5542); Frank All Star Theatres, LLC (0420); Frank Theatres Blacksburg LLC (2964); Frank Theatres Delray, LLC (7655); Frank Theatres Kingsport LLC (5083); Frank Theatres Montgomeryville, LLC (0692); Frank Theatres Parkside Town Commons LLC (9724); Frank Theatres Rio, LLC (1591); Frank Theatres Towne, LLC (1528); Frank Theatres York, LLC (7779); Frank Theatres Mt. Airy, LLC (7429); Frank Theatres Southern Pines, LLC (2508); Frank Theatres Sanford, LLC (7475); Frank Theatres Shallotte, LLC (7548); Revolutions at City Place LLC (6048); Revolutions of Saucon Valley LLC (1135); Frank Entertainment Rock Hill LLC (0753); Frank Entertainment PSL, LLC (7033); Frank Hospitality Saucon Valley LLC (8570); Frank Hospitality York LLC (6617); and Galleria Cinema, LLC (2529).

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, Moses & Singer LLP (“Moses Singer”), as conflicts counsel to the above captioned debtors and debtors-in-possession (collectively, the “Debtors”), submits its Second and Final Application (the “Application”) for (a)(i) allowance of interim compensation and reimbursement of expenses for the period from April 1, 2019 through June 31, 2019 (the “Second Interim Compensation Period”) in the amount \$14,459.50 and (ii) reimbursement of its actual and necessary expenses in the amount of \$155.10 incurred during the Second Interim Compensation Period, and (b)(i) allowance of final compensation for professional services performed by Moses Singer for the period commencing January 18, 2019 through July 31, 2019 (the “Final Compensation Period” and together with the Interim Compensation Periods, the “Compensation Periods”) in the amount of \$66,251.50<sup>2</sup> and (ii) reimbursement of its actual and necessary expenses in the amount of \$2,903.42<sup>3</sup> incurred during the Compensation Periods. In support of this Application, Moses Singer respectfully states as follows:

### **BACKGROUND AND INTRODUCTION**

1. On December 19, 2018 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, thereby commencing the above-captioned Chapter 11 Cases (the “Chapter 11 Cases”).

2. The Debtors continue to operate their businesses and manage their properties as Debtors-In-Possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Cases.

3. On January 7, 2019, the Office of the United States Trustee appointed the Official Committee of Unsecured Creditors (the “Committee”).

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<sup>2</sup> Revision due to previous calculation error.

<sup>3</sup> Revision due to previous calculation error.

4. On January 22, 2019, the Court entered the *Administrative Fee Order Establishing Certain Procedures For Allowance of Compensation and Reimbursement of Expenses of Professionals Retained by Order of This Court* (the “Interim Compensation Order”) [Docket No. 152].

5. On March 19, 2019, the Court entered the *Order Authorizing the Employment and Retention of Moses & Singer LLP as Conflicts Counsel to the Debtors effective as of January 18, 2019* (“Retention Order”) [Docket No. 362]. The Retention Order authorizes Moses Singer to be compensated in accordance with the procedures set forth in 11 U.S.C. §§ 330 and 331, the applicable Federal Rules of Bankruptcy Procedure, the rules of this Court and any Order entered by this Court with respect to the compensation of professionals.

6. The Office of the United States Trustee has established certain Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330 by Attorneys in Larger Chapter 11 Cases (the “Revised UST Guidelines”). The Office of the United States Trustee has promulgated forms to aid in compliance with the Revised UST Guidelines. Charts and tables based on such forms are attached hereto as exhibits and filled out with data to the extent relevant to the Chapter 11 Cases:

- Exhibit A:** Customary And Comparable Compensation Disclosures With Fee Applications;
- Exhibit B:** Summary Of Timekeepers Included In This Fee Application;
- Exhibit C:** Summary of Compensation By Project Category and Moses Singer computer generated billing statements; and
- Exhibit D:** Summary of Expense Reimbursement Requested By Category and Moses Singer computer generated billing statements.

**MOSES SINGER'S APPLICATION FOR COMPENSATION AND  
FOR REIMBURSEMENT OF EXPENSES**

7. Moses Singer's monthly fee statements (the "Monthly Fee Statements") for the periods of January 18, 2019 through May 31, 2019 have been filed and served pursuant to the Interim Compensation Order. As previously noted herein, Moses Singer has requested additional fee amounts not included in the monthly fee statements as a result of calculation errors.

8. On March 25, 2019, Moses Singer filed its *First Monthly Fee Statement Of Moses Singer For The Period of January 18, 2019 Through January 31, 2019* [Docket No. 387] (the "First Monthly Fee Statement") requesting \$11,698.30 in fees and \$2.49 in expenses. The Certificate of No Objection for the First Monthly Fee Statement was filed on April 10, 2019 [Docket No. 411].

9. On March 25, 2019, Moses Singer filed its *Second Monthly Fee Statement Of Moses Singer For The Period of February 1, 2019 Through February 28, 2019* [Docket No. 389] (the "Second Monthly Fee Statement") requesting \$23,019.80 in fees and \$1,270.00 in expenses. The Certificate of No Objection for the Second Monthly Fee Statement was filed on April 10, 2019 [Docket No. 413].

10. On April 23, 2019, Moses Singer filed its *Third Monthly Fee Statement Of Moses Singer For The Period of March 1, 2019 Through March 31, 2019* [Docket No. 436] (the "Third Monthly Fee Statement") requesting \$6,760.00 in fees and \$1,324.90 in expenses. The Certificate of No Objection for the Third Monthly Fee Statement was filed on May 8, 2019 [Docket No. 486].

11. On May 21, 2019, Moses Singer filed its *Fourth Monthly Fee Statement Of Moses Singer For The Period April 1, 2019 Through April 30, 2019* [Docket No. 518] (the "Fourth Monthly Fee Statement") requesting \$3,683.00 in fees and \$182.58 in expenses. The

Certificate of No Objection for the Fourth Monthly Fee Statement was filed on June 6, 2019 [Docket No. 546].

12. On June 14, 2019, Moses Singer filed its *First Interim Application Of Moses Singer For The Period January 1, 2019 Through March 31, 2019* [Docket No. 578] (the “First Interim Application”) requesting \$50,020.13 in fees and \$2,597.39 in expenses.

13. On June 25, 2019, Moses Singer filed its *Fifth Monthly Fee Statement Of Moses Singer For The Period May 1, 2019 Through May 31, 2019* [Docket No. 598] (the “Fifth Monthly Fee Statement”) requesting \$4,189.00 in fees and \$34.35 in expenses. The Certificate of No Objection for the Fifth Monthly Fee Statement was filed on July 10, 2019 [Docket No. 619].

14. On July 17, 2019, this Court entered the *Order Allowing First Interim Application of Moses & Singer LLP as Conflicts Counsel to the Debtors for Compensation for Services Rendered and Reimbursement of Expenses for the Period From January 18, 2019 through March 31, 2019 (“First Interim Application Order”)* [Docket No. 640]. In the First Interim Fee Application Order, Moses Singer was awarded interim allowance of \$50,020.13 in fees and \$2,597.39 in expenses.

15. Moses Singer has received \$43,071.60 for payment of fees and \$2,779.97 for expenses from Debtors prior to the First Interim Application Order filed on July 17, 2019. To date, Moses Singer has not received additional payments since June 12, 2019, for all fees and expenses allowed and approved for payment in the First Interim Application Order.

16. Moses Singer, through this Application, seeks allowance and payment of the fees and expenses incurred by it during the Compensation Periods.

**SUMMARY OF SERVICES**

17. During the Compensation Periods, Moses Singer rendered significant professional services to the Debtors solely in connection with these Chapter 11 Cases and on behalf of the Debtors in accordance with Moses Singer's professional responsibilities. The services performed were necessary to the administration of these Chapter 11 Cases and were beneficial at the time at which the services were rendered. All services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed.

18. The Monthly Fee Statements, First Interim Application, Second Interim Application, and Final Fee Application covered by this Application contain detailed daily time logs describing the actual and necessary services provided and expenses incurred by Moses Singer during the periods covered by such applications. Detailed descriptions of the services rendered and expenses incurred during the Compensation Periods were included in the Monthly Fee Statements, First Interim Application, Second Interim Application, and Final Fee Application and are incorporated herein by reference as if fully set forth in their entirety. In addition, Moses Singer incorporates herein by reference the summaries of services performed by Moses Singer contained in the Monthly Fee Statements, First Interim Application, First Interim Application, Second Interim Application, and Final Fee Application as if fully set forth herein in their entirety.

19. Moses Singer has rendered professional services as conflicts counsel to the Debtors as requested and necessary and appropriate in these Chapter 11 Cases.

20. During the course of these Chapter 11 Cases, Moses Singer incurred and paid its actual and necessary disbursements and expenses.

**STATEMENT FROM THE APPLICANT**

21. Pursuant to the Revised UST Guidelines, Moses Singer states as follows:
- a. Moses Singer has not agreed to variations from, or alternatives to, its standard or customary billing rates, fees or terms for services that were provided during the Interim Period.
  - b. Moses Singer's fees are within the estimates set forth in the DIP budgets approved by the Court at Docket Nos. 48, 120, 212 and 406, for the Compensation Periods covered by this Application.
  - c. No timekeeper from Moses Singer during Compensation Periods covered by this Application has varied their hourly rates based upon the geographical location of the Chapter 11 Cases.
  - d. This Application includes time spent by Moses Singer ensuring that the time entries in this Application are properly coded to comply with the Revised UST Guidelines.
  - e. No time entries covered by this Application were redacted by Moses Singer for reasons of privilege or confidential information.
  - f. Moses Singer has not had any rate increases since its retention.

**RELIEF REQUESTED**

22. By this Application, Moses Singer seeks (a)(i) allowance of interim compensation for professional services performed by Moses Singer for the Second Interim Compensation Period in the amount \$14,459.50 and (ii) reimbursement of its actual and necessary expenses in the amount of \$155.10 incurred during the Second Interim Compensation Period, and (b)(i) allowance of final compensation for professional services performed by Moses Singer for the Final Compensation Period in the amount of \$66,251.50<sup>4</sup> and (ii) reimbursement of its actual and necessary expenses in the amount of \$2,903.42<sup>5</sup> incurred during the Compensation Periods, (c) that the Debtors are authorized and directed to pay Moses Singer the outstanding amount of such sums; and (d) for such other and further relief as may be just and proper.

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<sup>4</sup> Revision due to previous calculation error.

<sup>5</sup> Revision due to previous calculation error.

23. During the Compensation Periods, Moses Singer attorneys and paraprofessionals expended a total of 136.70<sup>6</sup> hours for which compensation is requested.

24. The professional services and related expenses for which Moses Singer requests approval were rendered and incurred in connection with the Chapter 11 Cases in accordance with Moses Singer's professional responsibilities as counsel to the Debtors. Moses Singer's services were reasonable, necessary and beneficial to the Debtors and their estates.

25. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount of compensation requested by Moses Singer in this Application is fair and reasonable given (a) the complexity of the Chapter 11 Cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

**CERTIFICATION OF COUNSEL**

26. A Certification of Counsel is attached hereto as Exhibit E and made part of this Application.

*[Remainder of page intentionally left blank]*

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<sup>6</sup> Revision due to previous calculation error.



WHEREFORE, Moses Singer LLP respectfully requests the Court enter an order, substantially in the form attached hereto, granting (a)(i) allowance of interim compensation for professional services performed by Moses Singer for the Second Interim Compensation Period in the amount \$14,459.50 and (ii) reimbursement of its actual and necessary expenses in the amount of \$155.10 incurred during the Second Interim Compensation Period, and (b)(i) allowance of final compensation for professional services performed by Moses Singer for the Final Compensation Period in the amount of \$66,251.50<sup>7</sup> and (ii) reimbursement of its actual and necessary expenses in the amount of \$2,903.42<sup>8</sup> incurred during the Compensation Periods, (c) that the Debtors are authorized and directed to pay Moses Singer the outstanding amount of such sums; and (d) for such other and further relief as may be just and proper.

Dated: October 14, 2019

Respectfully submitted,

**MOSES SINGER LLP**

/s/ Mark N. Parry

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<sup>7</sup> Revision due to previous calculation error.

<sup>8</sup> Revision due to previous calculation error.